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Guy M. Hicks
General Counsel
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May 14, 2003

VIA HAND DELIVERY

Hon. Sara Kyle
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and MCI WorldCom Communications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 03-00347

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, MCI WorldCom Communications, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated June 17, 2002. The Amendment adds the expedite rate in Attachment 1, Table 1 and amends the Notice Provision in the General Terms and Conditions.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Vice President, National Contract & Carrier, Management, MCI WorldCom, Inc.
Vice President & Chief Network Counsel, WorldCom, Inc.
Senior Manager, Carrier Agreements, MCI WorldCom, Inc.
Commercial Counsel, MCI WorldCom, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and MCI WorldCom Communications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND MCI WORLD COM COMMUNICATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, MCI WorldCom Communications, Inc. ("MCI WorldCom") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 17, 2002 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, MCI WorldCom and BellSouth state the following:

1. MCI WorldCom and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to MCI WorldCom. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 19, 2002.
2. The parties have recently negotiated an Amendment to the Agreement. The Amendment adds the expedite rate in Attachment 1, Table 1 and amends the Notice Provision in the General Terms and Conditions.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, MCI WorldCom and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties are authorized to submit these Amendments to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and MCI WorldCom within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. MCI WorldCom and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

MCI WorldCom and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 15th day of May, 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

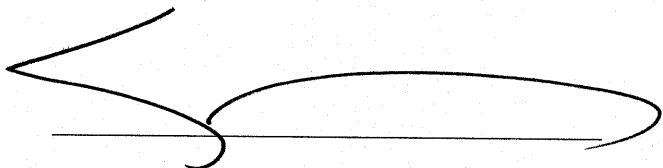
I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendments to the Interconnection Agreement on the following via United States Mail on the 15th day of May, 2003:

MCI WorldCom, Inc.
5055 Northpoint Parkway
Alpharetta, GA 30022
Attn: Vice President, National Contract & Carrier Management

Vice President & Chief Network Counsel
WorldCom, Inc.
1133 19th Street
Washington, D.C. 20036

Senior Manager
Carrier Agreements
MCI WorldCom, Inc.
205 Northpoint Parkway
Alpharetta, GA 30022

Commercial Counsel
MCI WorldCom, Inc.
5055 Northpoint Parkway
Alpharetta, GA 30022



**AMENDMENT
TO THE
AGREEMENT BETWEEN
MCI WORLDCOM COMMUNICATIONS, INC.
AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED JUNE 17, 2002**

Pursuant to this Amendment, (the "Amendment"), MCI WorldCom Communications, Inc. ("MCIIm"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 17, 2002 ("Agreement") and shall be deemed effective as of thirty (30) calendar days after the date of the final signature on this document.

WHEREAS, BellSouth and MCIIm entered into the Agreement on June 17, 2002, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties desire to amend the Interconnection Agreement by adding the UNE Service Advancement Date Charge contained in Exhibit 1 to Attachment 1 Table 1;
2. The Parties desire to amend The General Terms and Conditions – Part A, Section 13, to change the MCIIm contact information as follows:

MCI WorldCom Communications, Inc.

MCI WorldCom, Inc.
5055 Northpoint Parkway
Alpharetta, GA 30022
Attn: Vice President, National Contract & Carrier Management

Copy to:
Vice President & Chief Network Counsel
WorldCom, Inc.
1133 19th Street
Washington, DC 20036

Senior Manager
Carrier Agreements
MCI WorldCom, Inc.
205 North Michigan Avenue
Chicago, IL 60601

Commercial Counsel
MCI WorldCom, Inc.
5055 Northpoint Parkway
Alpharetta, GA 30022

3. All of the other provisions of the Agreement, dated June 17, 2002, shall remain in full force and effect.

4. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

MCI WorldCom Communications, Inc.

By: _____

Name: Marcel Henry

Title: Vice-President, Nat'l Contract
and Carrier Management

Date: 3/4/03

BellSouth Telecommunications, Inc.

By: _____

Name: ELIZABETH R. A. SHIPOLSKI

Title: DIRECTOR

Date: 3/7/03

NETWORK ELEMENTS - Tennessee

NETWORK ELEMENTS - Tennessee											
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment:1 Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Table:1	
										Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l